

BYLAWS

The Hinman Dental Society of Atlanta

The original charter dated 12/22/37, is the legal guide for The Hinman Dental Society of Atlanta. The outline of the Society's structure and guidelines for its operation are included in the following Bylaws as revised on September 21, 2020.

ARTICLE I

MEMBERSHIP

SECTION 1.

The Society shall have the following membership classifications:

- Active
- Associate
- Honorary
- Gold Card
- Emeritus
- Disabled

SECTION 2.

Membership in this Society shall be by invitation of the membership committee, whose chair shall be the Vice President of the Hinman Dental Society. Any member of the Society in good standing may submit the name of a qualified candidate and shall serve as the primary sponsor, and request, in writing, that this candidate be investigated and invited to join. The investigation includes the application process, outlined in the Society Policy and Procedure Manual.

SECTION 3.

Application for active or associate membership: The application for active or associate membership shall be made, in writing, on the recognized membership information form approved by the Society, setting forth the candidate's name, address, date of dental license and other information as the Society may require. It shall be accompanied by a photograph and the required dues. It shall be endorsed by three members in good standing of The Hinman Dental Society, one of whom shall be the primary sponsor as described in Article I, Section 2. The candidate shall be a member of the American Dental Association in good standing. The name of the applicant and primary sponsor must be published in the Hinman Preview Review prior to presenting the application to the Executive Council for action.

The Membership Chair will investigate the candidate prior to publishing their name in the Hinman Preview Review and prior to presenting the application to Executive Council for action. A favorable majority vote by the Executive Council shall cause the candidate's name to be brought before the general membership. The candidate may then be elected for membership by a majority of those present and voting.

SECTION 4.

Active membership: An active member shall be a dentist licensed to practice by the State of Georgia or who currently has a teacher's or public health license from the State of Georgia. In order to maintain active membership, the member must be ethical and must retain and maintain membership in good standing in the American Dental Association. The member shall practice in the confines of the following counties: Barrow, Carroll, Cherokee, Clayton, Cobb, Coweta, Dekalb, Douglas, Fayette, Forsyth, Fulton, Gwinnett, Hall, Henry, Morgan, Newton, Rockdale, Paulding, Spalding and Walton.

Active membership also requires fulfillment of assigned committee duties and attendance at one membership meeting during each fiscal year.

SECTION 5.

Associate membership: In order to maintain associate membership, the member must be ethical and must retain and maintain membership in good standing in the American Dental Association. These members may not vote or hold office, but they can be a committee member and a committee chair.

The dentist will be required to meet one of the following conditions:

- licensed to practice in the State of Georgia,
- hold a valid dental license in another state,
- hold a teacher's or public health license in their state.

The dentist must practice outside the counties listed in active membership. After reviewing the application, the membership committee will reserve the right to request a site visit. Associate members are required to fulfill assigned committee duties and attend one membership meeting during each fiscal year.

SECTION 6.

A. Honorary membership: Honorary membership may be bestowed upon a person who has enhanced the profession of dentistry and demonstrated a life of honor. A written nomination for honorary membership shall be signed by five (5) active members before it may be presented to the Executive Council. It shall be accompanied by a detailed statement of the professional attainments of the person proposed, for the purpose of entitling membership. It shall also contain information requested on the regular application form. Honorary members will not pay dues, may not hold office, vote, or nominate persons for membership. The Executive Council must pass on the proposed name by a two-thirds (2/3) affirmative vote of those members present and voting. When this recommendation is sent to the general membership, approval must also be by two-thirds (2/3) of those present and voting.

The Executive Council may also recommend revocation of any given honorary membership. Voting on this shall be identical to the vote taken on award of such membership.

B. Gold Life Membership Award: The Gold Life Membership Award is an award conferred by the Hinman Dental Society to selected members of the Hinman Dental Society who, by at least twenty-five (25) years of continuous membership in the Society and exemplary past service on behalf of the Thomas P. Hinman Dental Meeting, have been determined to be deserving of this high honor. Candidates for the Gold Life Membership Award are nominated by the President of the Hinman Dental Society and the General Chair of the Thomas P. Hinman Dental Meeting. Upon approval of the Advisory Committee, the name or names of the candidates shall be submitted to the Executive Council for approval.

The Gold Life Membership Award carries with it certain amenities which include:

- (1) Lifetime exemption from paying dues in the Hinman Dental Society.
- (2) Inclusion on the invitation lists for official social functions of the Thomas P. Hinman Dental Meeting, as approved by the General Chair.
- (3) Honorary life membership status in the Hinman Dental Society, and
- (4) A monetary gift to be presented to the organization of the recipient's choice, to be approved by the Board of Trustees.

SECTION 7.

A. Emeritus membership: Emeritus membership shall be limited to those who have been a member of the Society for fifteen (15) years and have retired from the active practice of dentistry or are 70

years of age. In the event of retirement caused by unusual circumstances, the Executive Council shall have the power to waive the requirements concerning previous membership. A change to this status shall be automatic, provided the member notifies the Society of his or her eligibility. An emeritus member will not pay Hinman dues but shall retain the rights of previous membership status. The name will be retained on the rolls and the member shall receive all communications from the Society.

B. Disabled Members: Provision is made for disability (adopted from the bylaws of the American Dental Association), as follows:

A dentist who has been totally disabled during active military duty and who is unable to practice dentistry within the definition of these Bylaws and who was a member in good standing at the time total disability was incurred may be entitled to remission of dues upon certification by an agency of the federal government that the dentist is permanently and totally disabled in accordance with the standard schedule of rating disabilities in current use by the Department of Veterans Affairs.

A member of this Society who is totally disabled for a period of one year and who is unable to engage in the duties of the dental profession and who was a member in good standing at the time total disability was incurred, shall be exempt from the payment of dues and shall be in good standing during the period of total disability.

SECTION 8.

Any member of this Society may resign at any time by sending a written, signed statement to the Hinman Executive office, attention of the President.

SECTION 9.

If an associate member shall enter into the practice of dentistry within the jurisdiction of this Society, the membership of such associate member shall automatically cease. Provided the member is in good standing at this time, the membership will automatically transfer to active status upon notification to the Hinman office.

SECTION 10.

All memberships in the Society shall be from August 1 to July 31 inclusive (except as provided in article VI) but no member can be dropped for non-payment of dues before September 15, after the year in which full payment was made.

SECTION 11.

Any member who does not adhere to the stipulations of membership may be placed on probation for one meeting year. If the member fails to adhere to the stipulations of membership during the probationary year, membership may be revoked. Members expelled or dropped from this Society, for any cause other than nonpayment of dues, shall be eligible for membership after one year from date of expulsion and on the same terms and in the like manner as original applicants.

Members on probation are unable to nominate any new members and will not receive Trustee funding for the Society's yearly Annual Meeting.

ARTICLE II

OFFICERS

SECTION 1.

The officers of the Society shall consist of a:

President	President-Elect	Vice President
Secretary	Treasurer	Assistant Secretary/Treasurer
Parliamentarian	Editor	

SECTION 2.

President: The President shall attend all meetings of the Society. The President shall call special meetings of the Society at his or her discretion or at the request of ten percent (10%) of the members; the President shall be an ex-officio member of all standing committees, shall appoint all committees not otherwise provided for, and shall perform such other duties as usually pertain to the office. The President shall appoint the chair of all committees, with the exception of the Thomas P. Hinman Dental Meeting. The President shall be authorized to sign checks for the society.

SECTION 3.

President-Elect: The President-Elect shall assist the President in the performance of his or her duties. The President-Elect shall also be the chair of the Executive Council. If the President-Elect resigns his or her position or otherwise cannot fulfill his or her duties, the Nominating Committee shall submit a name to the Executive Council for election to fill the unexpired term, and this officer shall automatically become President. This person will serve as the Treasurer of the Thomas P. Hinman Dental Meeting.

SECTION 4.

Vice President: The Vice President is elected at each Annual Meeting to serve for one year or until his or her successor has been elected and installed. The Vice President shall assist the President and President-Elect, and shall preside in the absence of both the President and President-Elect. The Vice-President shall be chair of the membership committee.

After the installation of the newly elected Vice President of the Hinman Dental Society at the Annual Meeting each year, the Vice President shall appoint a vice chair-elect for the Hinman Meeting. This appointment is subject to the approval of the Advisory Committee.

SECTION 5.

Secretary: The Secretary is elected at each annual meeting to serve for one year or until his or her successor has been elected and installed. The Secretary shall keep the records of the Society and perform other such duties as usually pertain to the office. The Secretary shall render reports to the Executive Council. The Secretary’s duties shall function through the executive office.

SECTION 6.

Treasurer: The Treasurer is elected at each Annual Meeting to serve for one year or until his or her successor has been elected and installed. The Treasurer shall be bonded. The Society will pay all bonding fees. The Treasurer shall be authorized to sign all checks in absence of the Assistant Secretary/Treasurer.

SECTION 7.

Assistant Secretary/Treasurer: The Assistant Secretary/Treasurer is elected at each Annual Meeting to serve for one year or until a successor has been elected and installed. The Assistant Secretary/Treasurer shall serve in the absence of the Secretary or Treasurer. The Assistant Secretary/Treasurer shall be bonded. The Assistant Secretary/Treasurer shall be authorized to sign checks for the society and will serve as Chair of the Society Finance Committee.

SECTION 8.

Parliamentarian: The immediate Past President of the Society shall automatically fill the office of Parliamentarian. The Parliamentarian assumes this office at the Annual Meeting upon the election and installation of the new President. The Parliamentarian serves for one year or until his successor has been elected and installed.

The Parliamentarian shall be a source of information on parliamentary procedure, using the current edition of Sturgis Standard Code of Parliamentary Procedure as the official manual of authority. The Parliamentarian does not have the authority to enforce his or her ideas, but shall adjudicate any disputes of a parliamentary nature.

SECTION 9.

Editor: The Editor is elected at each Annual Meeting to serve for one year or until a successor has been elected and installed. The Editor shall accumulate items of interest to the membership, select and edit the items, and be responsible for the official publication of the Hinman Dental Society. The name of the newsletter shall be Hinman Dental Society Preview/Review. It shall be published and mailed to the membership at least two weeks prior to each regular meeting.

SECTION 10.

If for any reason an officer, other than the President-Elect, cannot assume or fill his elected office, the Executive Council shall elect a member to fill the unexpired term.

SECTION 11.

All new officers, Executive Council members and committee chairs shall assume their duties on June 1, the beginning of the fiscal year.

**ARTICLE III
EXECUTIVE COUNCIL**

SECTION 1.

There shall be an Executive Council consisting of the following voting members:

- | | | |
|---------------------------------------|-----------------|--------------------------------|
| President | President-Elect | Vice President |
| Secretary | Treasurer | Assistant Secretary/Treasurer |
| Parliamentarian | Editor | Six (6) members of the Society |
| Board of Trustees (one voting member) | | |

SECTION 2.

At the Annual Meeting, members of the Society shall be elected to serve on the Executive Council. They will succeed members who have vacated their seat. The total number on Executive Council shall remain at six (6). No member of the Executive Council shall be permitted to serve for more than two (2) consecutive terms. No term will exceed three (3) years.

SECTION 3.

The Executive Council shall have control of the entire business of the Society (except as otherwise provided). Any members of the Society desiring to bring any matter of business before the Executive Council may do so in writing or in person, and may appear before the Council on behalf of such a measure. The schedule of that appearance shall be at the discretion of the Executive Council.

The Executive Council’s authority to control the entire business of the Society expressly includes the authority to take any necessary and reasonable action in an emergency situation. An “Emergency Situation” shall be defined as the rescheduling or cancellation of the Thomas P. Hinman Dental

Meeting; the rescheduling or cancellation of a meeting of the Society that is provided for in Article VIII, Section 1; or any event or occurrence outside of the control of the Society that impacts the Society's ability to conduct its normal business. The Executive Council may only take action that conflicts with one of the Bylaws if such action is approved by a three-fourths (3/4ths) affirmative vote of the Executive Council members present and voting at a meeting with a quorum present. The Executive Council shall not, however, take any action that conflicts with any provision contained in Article V, Article IX, Article X or Article XI of the Bylaws.

SECTION 4.

The President-Elect shall be chair of the Executive Council. The council shall make its report at each business meeting of the Society.

SECTION 5.

The Advisory Committee shall recommend an Executive Director and an Exhibits Manager subject to approval by the Executive Council. The recommendation shall take place at the meeting of the Executive Council, prior to the Annual Meeting of the Hinman Dental Society. The Executive Council shall also approve the salary and duties of these positions, as determined by the Advisory Committee.

SECTION 6.

Except where authority is given by the Bylaws, to the Advisory Committee and the Board of Trustees, the Executive Council shall receive the reports of all standing committees; shall have the power to accept the resignations of members and grant leaves of absence; appoint auditing committees; and shall have the authority over all matters of business of the Society. It may require the action of the Society on any question.

The Executive Council shall authorize expenditures of moneys by committee chairs. Appropriation for any other than budgeted expenditures must be approved by the Executive Council and the Board of Trustees. The only exception is the Thomas P. Hinman Dental Meeting, which is under the jurisdiction of the Advisory Committee.

SECTION 7.

If for any reason a member of the Executive Council, other than the President-Elect, cannot assume or fill his elected office, the Executive Council shall elect a member to fill the unexpired term.

SECTION 8.

The Executive Council can review the performance and conduct of any member at any time. The majority vote of the entire committee has the authority to take one or more of the following actions:

- No action
- Letter of reprimand
- Place on probation
- Removal from office
- Removal from the Society

ARTICLE IV

STANDING COMMITTEES

SECTION 1.

The Society shall have the following standing committees:

- A. Annual Meeting
- F. Program

B. Bylaws
C. Finance
D. Membership
E. Nominating

G. Membership News
H. Hospitality
I. Distinguished Service Award
J. Thomas P. Hinman Dental Meeting
K. Member Obligations

SECTION 2.

The President or the Executive Council may add other committees as needed.

SECTION 3.

Each committee of the Hinman Dental Society shall have at least six (6) members, one of whom shall be chair, with the exception of Program and Membership News committees. The chair of each committee will be appointed by the President, who will have the prerogative to appoint the members to serve on the committees or to approve appointments made by the individual committee chairmen.

ARTICLE V

BOARD OF TRUSTEES

SECTION 1.

The Board of Trustees shall consist of six (6) members in good standing with the Society, each of whom has served as General Chair of the Hinman Dental Meeting. A member of this board shall be elected at each Annual Meeting to serve for six (6) years to succeed the retiring member. No Trustee shall be permitted to serve for more than one (1) consecutive elected six (6) year term.

The senior member of this board shall be its chair or appoint a chair from the other five (5) members. All Trustees shall be bonded. The members of the Board of Trustees shall be ex-officio members of the Executive Council and have all rights, responsibilities, and duties of the other members of the Executive Council, excluding the right to vote, with the exception of the chair or acting chair who shall be a voting member. In the event of the incapacity of any member of the Board of Trustees, or in the event a vacancy is created on this board for any reason whatsoever, the Executive Council shall appoint an eligible member of the Society to serve the unexpired term.

It shall be the duty of the Board of Trustees to be the custodian of the reserve funds of the Thomas P. Hinman Dental Meeting and invest these funds in a prudent manner. The disbursement of any part of this fund by the board must be approved by four (4) members of the board and ratified by the Executive Council of the Hinman Dental Society. The Board of Trustees shall report at Executive Council, Advisory Committee, and at the September Membership Meeting.

ARTICLE VI

ELECTION AND INSTALLATION OF OFFICERS

SECTION 1.

The election and installation of officers shall be at each Annual Meeting, with assumption of office on June 1.

SECTION 2.

The Nominating Committee shall meet each year during the month of January. At least forty (40) days before the annual session, the nominating committee's nominations for each office shall be distributed by the Executive Director to all members of the Hinman Dental Society. Additional nominations may be made in writing to the Executive Director. All such nominations must indicate the support of twenty-five (25) voting members. Such nominations must be received by the Executive Director twenty (20) days in advance of the Annual Meeting of the general membership.

The Executive Director will notify the membership in writing of any such nominations at least ten (10) days prior to the meeting. There will be no nominations from the floor at the annual meeting.

SECTION 3.

The incumbent President-Elect shall automatically become President. At each Annual Meeting of the Society, it shall elect a President-Elect, Vice President, Secretary, Treasurer, Assistant Secretary-Treasurer and an Editor. The President shall be installed along with the other newly elected officers. These officers are to serve for a one (1) year term or until their successors have been elected and installed.

In addition, members of the Hinman Dental Society shall be elected to serve on the Executive Council (See Article III, Section 2). One (1) member of the Hinman Dental Society shall be elected to serve on the Board of Trustees for six (6) years (See Article V, Section 1).

SECTION 4.

The foregoing elections shall be by secret ballot in the event there are additional nominations (See Article V, Section 1).

ARTICLE VII

DUES

SECTION 1.

Amount: The annual dues of the active and associate members shall be set by the Executive Council at May meeting each year and approved by the general membership at the May regular membership meeting. The dues for current members shall include the preregistration fee for the current year's Thomas P. Hinman Meeting as set by the General Chair and the Hinman Meeting finance committee and approved by the Advisory Committee. The dues for new members shall be determined as set forth in the Policy and Procedure Manual of the Hinman Dental Society.

SECTION 2.

Exemptions: Gold Card/Award holders, disabled, honorary and emeritus members shall be exempt from payment of dues.

SECTION 3.

Non-payment of dues: Any member who fails to pay his annual dues or other indebtedness to this Society by August 15 shall be notified of the possibility of suspension. If the dues are not paid by September 15, said members shall be suspended automatically and notified in writing of this action. The notice shall also explain the procedure for reinstatement as stated below:

A member suspended for non-payment of dues or other indebtedness may be restored to full membership in the Society upon payment of such indebtedness within one year from time of suspension. After that time, membership is revoked, and a new application must be submitted. No person whose membership has been suspended or revoked shall attend sessions of this Society except by the invitation of the Society.

ARTICLE VIII

MEETINGS

SECTION 1.

The members of the Society shall meet in September, November, January, and during the Annual Meeting. Authority to postpone, change the date of, or cancel a meeting is vested in the President.

The time and place for holding each Annual Meeting shall be fixed by the President and approved by the Executive Council and will be held as close to the fiscal-year end as possible.

SECTION 2.

Not less than ten percent (10%) of the active members shall constitute a quorum for the transaction of any business.

SECTION 3.

The Executive Council shall meet at least one week prior to each regular meeting and may hold other meetings at the request of five (5) members of the council or at the call of the President or President-Elect. Seven (7) members shall constitute a quorum.

SECTION 4.

The order of business shall be as follows:

1. Call to order
2. Reading of minutes of previous meetings
3. Treasurer's report
4. Committee reports
5. Old business
6. New business
7. Membership Committee Report
8. Report of Nominating Committee/election/installation (these reports are only given at the Annual Meeting)
9. Membership News
10. Adjournment

SECTION 5.

Rules of Order: Matters of parliamentary procedure shall be governed by the rules contained in the current edition of Sturgis Standard Code of Parliamentary Procedure (Article II, Section 8, Paragraph 2). The Parliamentarian shall adjudicate any disputes of a parliamentary nature.

SECTION 6.

Virtual meetings: In the event that an in-person meeting prescribed by these Bylaws in Article VIII, Section 1 is cancelled, the business of the Society may be conducted as a virtual meeting and held within a reasonable time after the cancelled meeting date. Any virtual meeting shall be conducted using reasonable videoconferencing or telephonic means that allows participants to listen to the proceedings in real time and participate as they would in an in-person version of the same meeting. Notice of any virtual meeting shall be emailed to participants and posted on the Hinman member website a minimum of five (5) business days before the date of the newly scheduled meeting. Such notice shall include the date and time of the meeting; instructions on how to participate in the meeting; a description of all matters for which a meeting is being called; and any other information that should reasonably be communicated to the participants in advance of the meeting.

In the event that any matter is to be put to a vote of all or a subset of members of the Society and such vote cannot be taken at a regular in-person meeting due to the meeting's cancellation, such vote may be taken by electronically transmitted ballot.

Before any action is taken, each person entitled to participate in the vote shall have the chance to join in a discussion of the matter. During the meeting, a formal motion to take the proposed action

shall be made and seconded before discussion opens. Minutes shall be taken at the virtual meeting and will be published in the next issue of the *Hinman Preview/Review*.

ARTICLE IX ETHICS, ADVERTISING, AND CODE OF CONDUCT

SECTION 1.

The Society shall be governed in relation to its members by the Code of Ethics of the American Dental Association and the Georgia Dental Association. It is assumed that the members will govern themselves accordingly. The Society is not governed by the procedures set forth in the ADA's Governance Manual for addressing violations of the ADA Code of Ethics in any situation, including (a) in addressing violations of its bylaws and Code of Conduct, including any code of ethics incorporated by reference into these bylaws, and (b) in addressing its relationships with its members.

Hinman Dental Society members make a commitment to high ethical standards. This commitment establishes Hinman as a premier dental society. Consequently, membership is held in high esteem.

SECTION 2.

Each member is encouraged to embrace high standards with regards to practice promotion. The use of the name "Hinman Dental Society," "Thomas P. Hinman Dental Meeting" or any trademark or logo or email signature outside of appropriate Hinman communications and business is prohibited. Members should act with an appropriate professionalism and decorum when using the Hinman name in informational materials. Members should adhere to Hinman's high standards in any media publications consistent with the ADA Principles of Ethics and Code of Professional conduct. Examples of appropriate use of the Hinman name would include: Curriculum Vitae, scientific papers and the biographical page of an internet website.

The Hinman Dental Society recognizes these three definitions of advertising:

Informational advertising- is the use of information that only pertains to the advertiser and does not refer to any other service provider. This type of advertisement either informs the selected market of who the advertiser is, the advertiser's location, the advertiser's telephone number, the advertiser's website and the services available from the advertiser, or it communicates general information regarding the services to educate the target audience.

Comparable advertising -is the use of comparisons between the advertiser and others in the same market. These are usually seen as statements of superiority. These ads promote the impression that the dentist or his/her facilities is superior to or better than other dentists.

Competitive advertising - is the use of a discounted price or coupon, offering of more services for the same price, or offering of the same product or service for less cost than others in the same market. This type of advertising is usually seen in the offering of discount coupons, discounted fees or free services.

If a member chooses to advertise, the Society encourages the use of only informational advertising in promoting one's dental practice. The society encourages its members to refrain from any use of comparable or competitive advertising. The Executive Council may review publications, advertisements, and other communications making a reference to a member or a member's practice deemed inappropriate and make suggestions and/or recommendations to members and prospective applicants.

SECTION 3.

As a professional organization, the Society insists upon maintaining an atmosphere of decorum, courteousness, and professionalism. Therefore, all members, irrespective of their membership type and the role they fulfill, shall adhere during all Hinman-sponsored events and meetings and in the Hinman office to the Hinman Code of Conduct as set forth in the Society's Policy and Procedure Manual. Reported violations of the Hinman Code of Conduct will be investigated and handled under Article III, Section 8 of these Bylaws.

ARTICLE X AMENDMENTS

SECTION 1.

These bylaws may be amended by a three-fourths (3/4) affirmative vote of the active members present and voting at any regular meeting (including a properly called virtual meeting). A proposed amendment shall be signed by five (5) active members in good standing and shall be placed in the hands of each active member at least ten (10) days prior to the vote thereon. Publication of proposed amendments in the *Preview/Review* with distribution in accordance with Article II, Section 9 shall be considered due notice.

SECTION 2.

Immediately upon adoption, these Bylaws shall go into effect and replace any and all Bylaws now on the books.

SECTION 3.

It is to be understood that these Bylaws are to be interpreted always in their simplest, most obvious meanings.

ARTICLE XI CONFLICT OF INTEREST

It is the policy of the Hinman Dental Society and the Hinman Dental Meeting that officers, committee members, staff and all other persons acting as representatives of the Society and the Meeting must avoid conflicts of interest. Decisions and actions of the Society and the Meeting should always be based solely on the best interests of Hinman, its membership and the public. They should never be influenced by desire for personal profit or by other extraneous considerations. Even the appearance of a conflict of interest by a Hinman representative should be avoided.

The procedure for recommending and retaining an Executive Director and staff are outlined in this manual and the Policy and Procedure Manual of the Thomas P. Hinman Dental Meeting. In addition, there is a Personnel Manual which lists guidelines for all employees, including individual job descriptions. Specific duties with regard to Society business are outlined.

The President of the Hinman Dental Society shall be included in the annual staff review meeting with members of Subcommittee #1. The President does not have a vote, but may participate in the discussion (and make recommendations) regarding performance of the employees in general, but particularly with regard to the Society.

An elected officer, appointed committee member, or staff member shall abstain from any vote or action taken concerning the approval, engagement or purchase of any vendor's or commercial firm's product or service whenever any of the following circumstances exists:

- a. The person previously directed or participated in any type of evaluation of such product or service, other than as a member of the Hinman Society or Hinman Meeting; or

- b. The person has a proprietary, financial or other personal interest of any nature or kind in such product, service or any firm associated with such product or service.

POLICY & PROCEDURE MANUAL

The Hinman Dental Society of Atlanta

Introduction

This manual has been prepared to guide and facilitate the work of those with the responsibility of administering the affairs of the Hinman Dental Society. The manual is intended to complement the bylaws of the Society, supplementing details in order to make the bylaws less cumbersome. The bylaws and the manual carry equal weight in the operation of the Society.

The Hinman Dental Society sets forth its expectations for conduct at The Thomas P. Hinman Dental Meeting and all other Hinman-sponsored events in the Hinman Code of Conduct. Members of the Society are bound through the Society's Bylaws to abide by the Code of Conduct. The Code of Conduct is also included in registration and meeting materials for The Thomas P. Hinman Dental Meeting and may be highlighted in appropriate ways during the course of the Meeting.

History

The Hinman Dental Society is a product of the Depression, when dental fees were low and the patient base limited. A proprietary dental school operated in Atlanta (Southern Dental College), which was viewed by some dentists as a depletion of the patient pool. A schism developed between some dentists serving as part-time faculty for the school and those in private practice, resulting in two dental organizations. The Atlanta Dental Society was a component of the American Dental Association.

The Fifth District Dental Society was independent and the sponsor of Dr. Thomas Hinman's fledgling Midwinter Clinic (est. 1911). In 1937, members of the Fifth District Dental Society had the foresight to incorporate what later became the Hinman Dental Society of Atlanta (1988).

Dr. Hinman set the highest standards for the educational programs and social experiences produced by the Society. This commitment to excellence instilled the membership with a spirit of camaraderie that prevails today, making the Society a unique organization for professional and personal enrichment.

Manual Revisions

This Manual should be carefully reviewed every two years by the Executive Council and revised as necessary. It may be amended at any regular meeting of the Executive Council, with a quorum present, by two thirds (2/3) affirmative vote. The proposed amendment shall have been presented to the Executive Council at least two weeks prior to the meeting, except that the Executive Council, by unanimous consent, may waive the requirement for the two weeks written notice.

Membership (Classifications, Qualifications)

The normal time for publication of the Preview/Review (two to three weeks prior to the regular meetings) should allow ample time for any members to contact the Executive Council, or, preferably, the Membership Committee, if the member has information about the candidate that might be pertinent to his application.

A phone call to the Georgia State Board of Dentistry shall be made by the Executive Office to determine if the applicant's license is current, and to be certain no current or previous actions or charges for violations of the Dental Practice Act are recorded against the applicant. The Executive Council must be advised if candidates with current or previous actions or charges for violations of the Dental Practice Act are recorded against the applicant. The Chair of the Membership Committee

must make a thorough report to the Executive Council regarding such recording, and the Council may reject or delay confirmation of membership.

Applicants shall be interviewed by a member or members of the Membership Committee in the applicant's office before the application is presented to the Executive Council. The benefits and responsibilities (see below) of Hinman membership should be explained to the candidate in detail.

A report of the interview shall be submitted to the Chair of the Membership Committee, prior to consideration of the candidate by the Executive Council.

The following information will be included on the membership site visit form, which will be signed by the applicant:

Benefits

- Unique access to quality educational experiences and renowned clinicians
- Professional enrichment through association with a small, dedicated membership
- Enhancement of personal and family life through meetings and events sponsored by the Society

Obligations

- Support and maintenance of organized dentistry
- Regular, reliable, responsible service on Society and Hinman Meeting committees including serving on at least one committee during each Hinman Meeting.
- Attendance at Society and Meeting programs and social events. Each member must attend at least one membership meeting each year.
- Adherence to the Code of Ethics of the American Dental Association and the Georgia Dental Association

Hinman Code of Conduct

As a professional organization, The Hinman Dental Society of Atlanta, Inc. (the "Society") insists upon maintaining an atmosphere of decorum, courteousness, and professionalism. **The Society is dedicated to providing a safe, harassment-free, and inclusive experience for all participants at all Society-organized events and has a zero-tolerance policy for harassment of participants in any form.** Participants include but are not limited to Society employees, members, attendees, guests, staff, speakers, sponsors, exhibitors, Advisory Committee members, and Executive Council members. A Society-organized event includes business at the Society office as well as The Thomas P. Hinman Dental Meeting and official social events and receptions, the Hinman Annual Meeting and other membership meetings, board meetings, committee meetings, and any other event for which attendees are asked to RSVP or register through the Society.

Harassment includes but is not limited to offensive comments or gestures related to gender, gender identity, age, sexual orientation, disability, physical appearance, race, ethnicity, or religion.

Harassment also includes but is not limited to intimidation, bullying, stalking, following, harassing photography or recording, sexual images in public spaces, sustained disruption of presentation or other event, inappropriate physical contact, and unwelcome sexual attention. Harassment can occur in real or virtual space, including social media related to a Society-organized event.

If you observe or experience harassing behavior that you believe is in violation of the Code of Conduct, **please report the incident immediately** to the Hinman office at (404) 231-1663 and ask to speak to either the President or the Executive Director regarding an incident of harassment. The

Society will take every complaint seriously and investigate each complaint promptly, thoroughly, and impartially. All complaints will be handled as confidentially as possible. The Society reserves the right to determine, in its sole discretion, whether any behavior at any Society-organized event is unacceptable and in violation of this Code of Conduct. In the event that it is determined that an individual has violated this Code of Conduct or has otherwise engaged in conduct that is deemed to be improper, prejudicial, or detrimental, the Society reserves the right to discipline such individual, including but not limited to (1) removing any such individual from the event or meeting with no refund of any fees paid, (2) barring any individual from attending future Society events or meetings, and/or (3) suspending any such individual's Society membership or terminating any such individual's Society membership with no refund of any dues paid, or any other disciplinary action authorized under Article III, Section 8 of the Bylaws.

The Society shall have no liability whatsoever arising out of its interpretation and enforcement of the Code of Conduct.

Member in Good Standing

A member of the Society, whose dues are paid for the current year to the Society and to the American Dental Association, and who has no other indebtedness to the Society, shall be considered a member in good standing. The requirement of paying current dues to the society does not apply to honorary, gold card, emeritus or disabled members for determining good standing. However, any member who is under disciplinary sentence by the Georgia State Board of Dentistry will not be asked to serve as an officer, committee member or as a clinician for the Society or the Thomas P. Hinman Dental Meeting, until the disciplinary sentence has terminated.

Application for Membership

The application process will be outlined as follows:

1. Applicant's name will be submitted by a Hinman member to the Membership Chair/Vice President, along with a letter of recommendation.
2. After receiving approval from the Membership Chair, the Hinman staff will send an application to the prospective member. A letter is also sent to the primary sponsor, informing him/her of his/her duties as primary sponsor.
3. Applicant completes application and returns it to the Hinman office. In order for the application to be considered complete, it must be signed by three Hinman members, include a letter of interest in becoming a member, a copy of their CV, a photo and a check for dues. Name is then submitted for publication in the Hinman Preview Review.
4. Hinman staff will check applicant's current status with the GDA, as well as license status with the Georgia Board of Dentistry.
5. The Membership Chair will then assign a committee member to conduct a site visit.
6. All applications are then sent to the Membership Chair for a final review.
7. Applications are presented at the next Executive Council meeting.
8. Upon approval from the Executive Council, applicant is presented at the next membership meeting.

The dues for new members will be based upon the month of membership approval. These fees pertain only to the member's initial year and are dependent entirely on when the completed application is approved by the Executive Council. These dues are effective beginning September 2018.

January \$98

May \$35

September \$160

November \$133

New Member Orientation Meeting

Anyone approved for Society membership between the Annual Meeting and through the January membership meeting is requested to attend an orientation meeting at the Hinman Executive Office. It is preferable that the meeting be held in late January. All staff members are required to be present, along with the following Society and Hinman Meeting officers:

President, President-Elect, Vice President (Membership Chair), General Chair, Chair-elect, Vice Chair-Elect and a member of the Board of Trustees.

The Chair of the Membership Committee will conduct the meeting, utilizing the following agenda:

- Introduction of officers, staff members and new members - Vice President
- Overview of membership benefits and obligations - Vice President
- Short history of the Society - President
- Overview of Society events and committees - President-Elect
- Overview of Hinman Meeting and committees - General Chair
- Overview of role of Board of Trustees - Trustee
- Overview of staff duties - Executive Director
- Question and answer session - Vice President

Standing Committees

Standing committees are listed in the bylaws of the Society (Article IV, Section 1). All committee members shall be selected and submitted to the Hinman Executive Office by July 1, for inclusion in the September Preview/Review (Article IV, Section 4). Each standing committee of the Hinman Dental Society shall have at least six (6) members, one of whom shall be chair. The chair of each committee will be appointed by the President, who will have the prerogative to appoint members to serve on the committees or to approve appointments made by the individual committee chairs.

A. Annual Meeting: This committee shall be responsible to the President for assisting with the social functions, business session, and program at the Annual Meeting. This meeting shall be scheduled as close to the fiscal year end as possible. The President will select the Annual Meeting committee chair and follow up with a letter outlining specific duties, budget, etc., by July 1.

Specifically, the chair shall:

- Meet with the President and Executive Director to discuss budget, goals, program, etc.
- Project a written budget and attend the Society Finance Committee Meeting.
- Select committee chairs for each activity once the schedule is set.
- Promote the meeting by announcements at all Society meetings.
- Work with the staff on brochures and all written communication to members.
- Hold a planning meeting for all committee chairs, approximately within 30 days of the meeting.
- Assist committee members and staff, on-site, in performing all duties.

B. Bylaws: This committee shall be responsible for drafting amendments submitted by members and presenting them to the society for consideration. It shall also make a complete study of the bylaws every odd Meeting year and recommend, in like manner, any suggested changes. It is recommended that the Chair serve for two consecutive meetings. In addition to the Chair, this committee shall consist of (5) members in good standing which must include (1) member of the Advisory Committee and (1) Hinman Trustee.

C. Finance: The duties of this committee shall be to prepare a budget for the fiscal year of operation. The budget shall be reviewed and accepted by the Executive Council and then voted on by the membership at the first regular meeting of the new term of office. This committee shall review the financial operation of the preceding year, carry out an audit and make recommendations for improvement to the incoming President and Executive Council.

- Committee composition: Assistant Secretary-Treasurer (who shall serve as chair), President-Elect, Treasurer, Chair of the Board of Trustees, Annual Meeting Chair, two members of the Executive Council, two members at-large.
- Consult with the President and Executive Director to establish goals
- Review proposed budget with President and Executive Director
- Conduct a committee meeting to finalize budget
- Present budget to Executive Council and general membership

D. Membership: The chair of this committee is the Vice President. The committee shall invite dentists who fulfill the requirements for membership to join the Hinman Dental Society. Upon completion of the authorized form, the prospective member shall be investigated by the committee and a recommendation made to the Executive Council.

The specific duties of this committee are outlined in this manual in the membership section. The committee will be comprised of six or more members from different metro geographic areas, selected for their commitment to and knowledge of the Society and the Meeting. The committee is also charged with the responsibility of reviewing actions taken against any member by the Georgia State Board of Dentistry.

E. Nominating: At least six (6) months prior to the Annual Meeting, the President shall appoint a nominating committee. The immediate Past President shall serve as Chair along with six (6) members in good standing which must include two (2) members of the Advisory Committee, one (1) Hinman Trustee and three (3) representatives from the membership at large. The President, as an ex-officio member of the Nominating Committee, will not have a vote. All present officers shall be excluded from serving on this committee with the exception of the Parliamentarian who, as immediate Past President, shall serve as Chair. The Nominating Committee shall meet each year during the month of January. At least forty (40) days before the annual session, the Nominating Committee's nominations for each office shall be distributed by the Executive Director to all members of the Hinman Dental Society.

Additional nominations may be made in writing to the Executive Director. All such nominations must indicate the support of twenty-five (25) voting members. Such nominations must be received by the Secretary twenty (20) days in advance of the Annual Meeting of the general membership. The Executive Director will notify the membership in writing of any such nominations at least ten (10) days prior to the meeting. There will be no nominations from the floor at the Annual Meeting.

Committee selection will be made by a collaboration between the Chair and President, according to the guidelines set forth previously in this section. The Nominating Committee will be charged with selecting candidates based on specific qualifications: leadership ability, successful completion of Hinman duties, willingness to devote time to the position, ability to work well with other members and the staff. Members of the committee will be admonished to keep all dialogue concerning a candidate on a professional level. Those serving on the committee are not eligible for nomination for office.

F. Program: This committee shall have full charge of the program at all regular meetings of the Society. Regular meetings include three meetings to be scheduled on the third Monday of the months of September, November and January. The date of any of these meetings shall be changed at the direction of the President. This committee will report to the President and Executive Council.

All speakers will be confirmed, in writing, by August 1. Honoraria shall not exceed those paid to Hinman Meeting featured clinicians. Exceptions to this rule must be approved by the Executive Council. Clinicians will fly coach-class, receive a hotel room for one night and ground transportation in Atlanta. The details of a clinician's travel can be adjusted at the discretion of the President. Breakfast and lunch will also be included, if applicable. The Program Chair serves as the clinician's host (meeting the clinician at the airport, making introductions, etc.).

G. Membership News: This committee shall comfort ill members on behalf of the Society and shall notify the Society of ill members and their progress toward health. In case of a death of a member, it shall comfort the deceased's family on behalf of the Society and shall send a floral arrangement or a donation to memorial funds, as approved by the President. It shall offer aid to the family in funeral preparations, if requested, on behalf of the Society.

In case of illness of a member, or illness or death of one of the immediate family of the member, the Membership News Committee shall use its discretion as to the appropriate remembrance. It shall report to the President and the Executive Council.

This committee shall also report on milestone events such as member weddings, birth announcements and school-related accomplishments.

When applicable, the Chair will make a report at membership meetings.

H. Hospitality: This committee shall serve as greeters at the beginning of each lecture.

I. Distinguished Service Award: This committee shall be made up of the President and President-Elect of the Hinman Dental Society, the General Chair of the current Thomas P. Hinman Dental Meeting, the Chair of the Advisory Committee, the Chair of the Board of Trustees, and the most recently elected member of the Board of Trustees. The committee shall present its candidate to receive the Distinguished Service Award to the Executive Council for approval. The current General Chair shall serve as Chair of the Distinguished Award Committee.

The Chair will contact each member of the committee inquiring about potential nominees for the award. If a candidate(s) is nominated, the committee will convene

J. Thomas P. Hinman Dental Meeting: The following Officers and Committees shall govern the Thomas P. Hinman Dental Meeting: General Chair, Chair -Elect, Vice Chair -Elect, Treasurer, Treasurer-Elect, Board of Trustees and Advisory Committee.

It shall consist of such other committee chairs and members, as the General Chair deems necessary, for the successful conduct of the meeting. After the installation of the newly elected Vice President of the Hinman Dental Society at the Annual Meeting, the Vice President shall appoint a Vice Chair-Elect for the Hinman Meeting. This appointment is subject to the approval of the Advisory Committee. The incumbent Vice Chair-Elect automatically becomes Chair-Elect, but does not take office until June 1. All Hinman officers and Advisory Committee chairs shall assume their duties on June 1.

The incumbent Chair-Elect automatically becomes General Chair, but does not take office until June 1. It is expected that the Chair-Elect shall actively participate in the planning and conduct of the Meeting. In the event of the death, incapacitation or resignation of the General Chair, Chair-Elect, or Vice-Chair Elect, the Advisory Committee shall appoint a replacement. The President-Elect of the Hinman Dental Society shall automatically be the Treasurer of the Thomas P. Hinman Dental Meeting. The Vice President shall automatically be the Treasurer-Elect of the Meeting.

The Treasurer co-signs all checks with the General Chair prior to and during the Meeting. The Chair of the Advisory Committee is authorized to co-sign with the General Chair or the Treasurer, in a contingency situation.

Advisory: The Advisory Committee shall be made up of all past Hinman Meeting General Chairs in good standing with the Society. The chair of this committee shall be the immediate Past General Chair, who shall assume office on June 1.

The General Chair and the Treasurer shall be responsible for the financial records of the Meeting. At the close of the fiscal year for which they were appointed to serve, they shall surrender all financial records for an audit, by a certified public accountant, selected by the General Chair and approved by the Advisory Committee. The fiscal year for the Hinman Meeting shall be from June 1 through May 31. The certified audit is to be submitted to the Hinman Board of Trustees for review, by August 1, following the close of the fiscal year.

It shall be the duty of this committee to act as an interim committee representing the Hinman Meeting in any emergency or before a new committee has been announced. The Chair of the Advisory Committee or the General Chair shall call this committee together. They shall advise the General Chair and pass on all expenditures, other than routine expenses of the Meeting.

They shall approve the expense account of the Chair of the Meeting and any others authorized to spend moneys for the Meeting. It shall be mandatory that the Advisory Committee meet quarterly to review the progress and financial status of the current year's Hinman Meeting.

This committee shall be responsible for the approval of all featured clinicians recommended by the Chair-Elect, prior to extending an invitation to appear on the Hinman program the year for which he will be serving as General Chair. All featured clinicians and keynote speakers for the Thomas P. Hinman Dental Meeting must be approved by a majority of the members present and voting before an invitation can be extended. A list of the speakers and their subjects must be submitted to the Advisory Committee with their meeting notice.

The Advisory Committee shall be divided into subcommittees for delegating areas of advisory supervision of the Hinman Meeting. These subcommittees will be made up of five (5) members of the Advisory Committee whose seniority shall govern on which subcommittee they serve. This process will give continuity to the subcommittees with one member being replaced each year.

The Chair of the Advisory Committee is an ex-officio member of each subcommittee, but will not be allowed to vote (exception: as a member of Subcommittee #1). The Advisory Chair or the General Chair may call any subcommittee meeting. The areas of authority of the subcommittees shall be as follows:

(1) The five (5) most recent Hinman Chairs shall work with the present General Chair to assist in matters pertaining to the current Meeting. They shall assist the Chair in planning, financing, auditing and execution of the Meeting and issues relating to personnel and office equipment. They will determine the number and type of permanent employees, and will recommend their choice for Executive Director, Exhibits Manager, and salaries to the Advisory Committee for approval. These recommendations are subject to ratification by the Executive Council at its meeting each year, prior to the Annual Meeting of the Hinman Dental Society. In the event the Executive Council does not ratify the recommendations of the Advisory Committee, the question will be resubmitted to this subcommittee for action.

They shall be charged with updating the policy and procedure manual of the Thomas P. Hinman Dental Meeting. Any change in the policy and procedure manual shall be approved by the Advisory Committee. They will be responsible for the purchase and maintenance of equipment used in the executive office and shall work with the staff in this respect. The senior member (longest serving member of the committee) shall serve as Chair of the Finance Committee for the current Hinman Meeting.

(2) The next five (5) members of the Advisory Committee, in order of their progression as General Chair, shall have the responsibility of the logistics and the exhibits of the Meeting. They will be responsible for the location and dates of future meetings, will keep abreast of the growth of the Meeting, and shall inspect new facilities as they open with the possibility of using them for future Hinman Meetings. While this subcommittee shall have the authority to make reservations and other decisions on behalf of the operation of the Meeting, any major move of the location of the Meeting will be with the consent of the Advisory Committee. This committee shall work closely with the Technical Exhibits Chair and Manager in all phases of technical exhibits. Any major changes in the operation, location or procurement of technical exhibits, with the exception of personnel, will be approved by this committee before being presented to the entire Advisory Committee.

To maintain continuity, Advisory Subcommittee #2 would recommend candidates for Chair and Vice Chair of the Hinman Technical Exhibits Committee. Both could serve a maximum of three (3) consecutive years. The appointment of the Chair and Vice Chair would be with the approval of the General Chair.

The most senior (longest-serving) member of each subcommittee shall serve as chair of that section of the Advisory Committee. Any vacancy of these subcommittees must be filled by a vote of the Advisory Committee. Actions of each subcommittee shall be subject to approval of the Advisory Committee. The current General Chair shall serve as an ex-officio member of each subcommittee. Any member of the Advisory Committee who misses three (3) meetings in one year (unexcused) shall be automatically dropped from the committee. The General Chair, in all matters, is responsible to the Advisory Committee.

Executive Office

The procedure for recommending and retaining an Executive Director and staff are outlined in this manual and the Policy and Procedure Manual of the Thomas P. Hinman Dental Meeting. In addition, there is a Personnel Manual which lists guidelines for all employees, including individual job descriptions. Specific duties with regard to Society business are outlined.

The President of the Hinman Dental Society shall be included in the annual staff review meeting with members of Subcommittee #1. The President does not have a vote, but may participate in the

discussion (and make recommendations) regarding performance of the employees in general, but particularly with regard to the Society.

Neither the Society nor the Meeting will employ an applicant if the applicant has a close current relationship with a current member. An individual having a “close relationship” is defined as a spouse, child, sibling, grandparent, grandchild, aunt, uncle, first cousin, or corresponding in-law or “step” relation. This policy applies to all categories of employment, including regular, temporary, and part-time classifications.